

Board Members

- John Friel (Chair)
- Dr. Katherine (Katie) Gabriel-Cox
- Dr. Joe Gallagher

- Jose A. (Tony) Nuñez
- Marcus Pimentel

Special Meeting Agenda

Wednesday, February 22, 2023 5:45 pm

Zoom: https://zoom.us/j/93443061917

Phone: +1 669 900 9128 WEBINAR ID: 934 4306 1917

Kathleen King Community Room - 85 Nielson Street Watsonville

Pursuant to Pajaro Valley Health Care District Hospital Corporation (PVHCDHC) Resolutions adopted monthly, Assembly Bill 361, and guidance from the Santa Cruz County Health Department in response to concerns regarding COVID-19, Board Members of PVHCDHC are permitted to participate in this duly noticed public meeting via teleconference and certain requirements of The Brown Act are suspended.

TRANSLATION SERVICES/SERVICIOS DE TRADUCCIÓN

Spanish language translation is available on an as needed basis. Please make advance arrangements at least three business days before the meeting at by calling at (831) 763.6040 or by emailing at info@pvhcd.org

Las sesiones de la Mesa Directiva pueden ser traducidas del inglés al español y del español al inglés. Por favor llame por lo menos tres días hábiles antes de la junta al (831) 763.6040 o envíe un correo electrónico a info@pvhcd.orgpara solicitar interpretación.

ACCOMMODATIONS FOR PERSONS WITH DISABILITIES

The Pajaro Valley Health Care District Hospital Corporation does not discriminate on the basis of disability, and no person shall, by reason of a disability, be denied the benefits of its services, programs, or activities. If you are a person with a disability and wish to participate in the meeting and require special assistance in order to participate, please call (831)763-6040 or email info@pvhcd.org at least three business days in advance of the meeting to make arrangements. Persons with disabilities may request a copy of the agenda in an alternative format.

Agenda documents are available for review in person at Watsonville Community Hospital, 75 Nielson Street, Hospital Main Lobby-Visitors Desk; and electronically on the Pajaro Valley Healthcare District's website, at: PVHCD.ORG. To view online, visit the Board's website at: PVHCD.ORG and select the meeting date to view the agenda and supporting documents. Written comments on agenda items may also be submitted to the Board by email or US Mail. Comments received after 4 p.m. the day of the meeting and before the end of the meeting will be included with the minutes record.

Email: info@pvhcd.org

• Emailed documents may take up to 24 hours to be posted

U.S. Mail:

PVHCD Board of Directors 75 Nielson Street Watsonville, CA 95076 Please include the agenda item number

For additional information, call 831.763.6040 or email info@pvhcd.org

Pajaro Valley Health Care District (PVHCD)

Pajaro Valley Health Care District Special Meeting Agenda-Wednesday, February 22, 2023

Call to Order

Roll Call

Closed Session Report

Agenda Modification Consideration

Comments from Board Members

Discussion Agenda

Assembly Bill 361 Approving the Use of Teleconference Meetings for Board of Directors
 Recommendation: Pass a Resolution making findings and ordering the use of

Teleconference Meetings of the Board of Directors due to Covid-19, pursuant to the requirements of Assembly Bill 361.

Contact: Dawn Bullwinkel, Interim Clerk of the Board

2. First Amendment to Pajaro Valley Healthcare District Project Bylaws

Recommendation: Pass a **Motion** approving the First Amendment to Pajaro Valley Healthcare District Project Bylaws and authorizing Chair Friel to execute the Written Consent of Designator memorializing such approval.

Contact: Steven Salyer, Chief Executive Officer

3. Election for Special District Regular Member on LAFCO

Recommendation: Pass a **Motion** approving the First Amendment to Pajaro Valley Healthcare District Project Bylaws and authorizing Chair Friel to execute the Written Consent of Designator memorializing such approval.

Contact: Steven Salyer, Chief Executive Officer

Adjournment

This agenda was posted in accordance with the California Brown Act. Any materials related to an item on this Agenda submitted to the Board after distribution of the agenda packet will be made available to the public in accordance with Government Section 54957.5.





Board Report

Meeting Date: February 22, 2022

Report Type: Consent

Title: AB 361-Resolution Authorizing Teleconference Meetings

Recommendation: Pass a Resolution authorizing making findings and ordering the use of teleconference meetings of the Board of Directors due to COVID-19, pursuant to the requirements of Assembly Bill 361; and Direct Staff to return within 30 days with a new resolution addressing the need to continue holding teleconference meetings consistent with the requirements of Assembly Bill 361.

Contact: Steven Salyer, Chief Executive Officer

Executive Summary

As a result of the continuing impacts of the COVID-19 pandemic, many local agencies have been holding teleconference meetings under the modified rules authorized under Assembly Bill 361. This item asks the Board to adopt a resolution ordering the use of teleconference meetings under the modified rules. This will allow Hospital Board members to appear at meetings remotely if they choose to do so.

Analysis

Many local legislative bodies have recognized that COVID-19 presents a continuing threat to the Santa Cruz County community and that there is an important governmental interest in protecting the health, safety, and welfare of those who participate in public meetings. Requiring all members of legislative bodies to appear inperson at meetings presents greater risk to the health and safety of meeting participants, including reduced social distancing among people of different communities, increased exposure for those who are immunocompromised or unvaccinated, and challenges associated with fully ascertaining and ensuring compliance with vaccination, face coverings, and other safety measures at such public meetings.

Pursuant to AB 361, a legislative body can hold teleconference meetings under the modified AB 361 teleconferencing rules if a state of emergency remains active, or local officials have recommended measures to promote social distancing, as long as the legislative body reconsiders the circumstances of the state of emergency and determines either that the state of emergency continues to directly impact the ability of the members to meet safely in person or that local officials continue to recommend measures to promote social distancing.

The Governor's emergency proclamation has not been lifted and Dr. Newel's social distancing recommendation remains in effect. The dangers presented by returning to non-emergency meeting protocols remain. Staff recommends that the Board adopt the draft resolution accompanying this item, which contains the findings necessary to hold teleconference meetings under the modified Brown Act rules.

Financial Impact: None

Attachments:

A. AB 361 Resolution

BEFORE THE BOARD OF DIRECTORS OF THE PAJARO VALLEY HEALTH CARE DISTRICT

RESOLUTION NO.

On the motion of Director Duly seconded by Director

RESOLUTION AUTHORIZING TELECONFERENCE MEETINGS UNDER ASSEMBLY BILL 361 AS A RESULT OF THE CONTINUING COVID-19 PANDEMIC STATE OF EMERGENCY AND HEALTH OFFICER RECOMMENDATION FOR SOCIAL DISTANCING

WHEREAS, on March 4, 2020, Governor Newsom issued a Proclamation of State of Emergency in response to the COVID-19 pandemic pursuant to California Government Code section 8550 et seq., which remains in effect; and

WHEREAS, on March 17, 2020, Governor Newsom issued Executive Order N-29-20 that suspended the teleconferencing rules set forth in the California Open Meeting law, known as the Ralph M. Brown Act, and codified in California Government Code section 54950 et seq., provided that certain requirements were met and followed; and

WHEREAS, on June 11, 2021, Governor Newsom issued Executive Order N-08-21 which further extended the suspension of the teleconferencing rules set forth in the Brown Act and clarified that the provisions issued in N-29-20 would remain in effect through September 30, 2021; and

WHEREAS, on September 16, 2021, Governor Newsom signed Assembly Bill 361 ("AB 361"), which amended Government Code section 54953 to permit legislative bodies subject to the Brown Act to continue to meet under modified teleconferencing rules provided that they comply with specific requirements set forth in the statute; and

WHEREAS, pursuant to AB 361, a legislative body may hold an initial teleconference meeting under the modified teleconferencing rules during a proclaimed state of emergency where local officials have imposed or recommended measures to promote social distancing; and

WHEREAS, on September 30, 2021, Santa Cruz County Public Health Officer Dr. Gail Newel strongly recommended that legislative bodies in Santa Cruz County continue to engage in physical/social distancing by meeting via teleconference as allowed by AB 361 and confirmed that she will regularly review and reconsider this recommendation and notify the public when it is no longer recommended; and

WHEREAS, after its initial AB 361 teleconference meeting, a legislative body can continue to hold such teleconference meetings if a state of emergency remains active, or local officials have recommended measures to promote social distancing, if the legislative body has reconsidered the circumstances of the state of emergency and determined either that the state of emergency continues to directly impact the ability of the members to meet safely in person or that local officials continue to recommend measures to promote social distancing; and

WHEREAS, the findings set forth in the paragraph immediately above must be made within 30 days of the date the legislative body first held a teleconferenced meeting pursuant to AB 361, and every 30 days thereafter, for as long as the legislative body wishes to hold such teleconference meetings; and

WHEREAS, the Hospital has an important governmental interest in protecting the health, safety, and welfare of those who participate in meetings of the Hospital Board of Directors; and

WHEREAS, this Board finds that there is a continuing threat of COVID-19 to the community and finds that requiring all Board members to appear in-person at meetings presents greater risk to the health and safety of meeting participants stemming from reduced social distancing among people of different communities, increased exposure for those who are immunocompromised or unvaccinated, and challenges associated with fully ascertaining and ensuring compliance with vaccination, face coverings, and other safety measures at such public meetings; and

WHEREAS, this Board meets in-person in a facility where other functions take place, such that increasing the number of people present may impair the safety of participants and members of the public; and

WHEREAS, as required by AB 361, this Board has considered the circumstances of the current state of emergency and finds that the COVID-19 pandemic continues to directly impact the ability of Board members to meet safely in person and further finds that the Santa Cruz County Public Health Officer continues to recommend measures to promote social distancing; and

WHEREAS, in the interest of public health and safety, due to the emergency caused by the spread of COVID-19 the Board of Directors deems it necessary to utilize the modified teleconferencing rules set forth in AB 361.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE PAJARO VALLEY HEALTH CARE DISTRICT HEREBY RESOLVES AND ORDERS AS FOLLOWS:

Section 1. The foregoing recitals are adopted as findings of the Board of Directors as set forth within the body of this Resolution.

Section 2. Effective immediately, for the next 30 days the Board of Directors will meet using the modified teleconference rules authorized under AB 361 and Government Code section 54953(e)(3).

Section 3. Staff is directed to return no later than thirty (30) days after the adoption of this Resolution with an item requesting the Board to reconsider the circumstances of the COVID-19 state of emergency and, if necessary, consider adoption of a subsequent Resolution to continue using the modified teleconference rules for meetings in accordance with Government Code section 54953(e)(3).

Section 4. Staff is authorized and directed to take all such other necessary or appropriate actions to implement the intent and purposes of this Resolution.

PASSED AND ADOPTED by the Board of Directors of the Paiaro Valley Health

Care District this	day of _	, 2023, by the following vote:
AYES: NOES: ABSENT:		
ABSTAIN:		
		Chair, Board of Directors
ATTEST		
· · · · · · · · · · · · · · · · · · ·		
Clerk of the Board		
APPROVED AS TO FORM:		
N/HCD Councel		





Board Report

Meeting Date: February 22, 2023

Report Type: Discussion

Title: Approval of First Amendment to Pajaro Valley Healthcare District Project Bylaws

Recommendation: Pass a Motion approving the First Amendment to Pajaro Valley Healthcare District Project Bylaws and authorizing Chair Friel to execute the Written Consent of Designator memorializing such approval.

Contact: Steven Salyer, CEO

Executive Summary

The District, as the named designator under the bylaws of the Pajaro Valley Healthcare District Project (the "Project") has the right to approve any proposed amendments to the Project's bylaws.

The current Project bylaws provide for a President, Secretary and Treasurer plus the following additional officers: Vice President(s), Assistant Secretary(s), Assistant Treasurer(s) and Chief Operating Officer. The Project is requesting to amend the Project bylaws to replace the office of Chief Operating Officer with that of Executive Director.

Financial Impact

None

Attachments:

A: First Amendment to Amended and Restated Bylaws of the Pajaro Valley Healthcare District Project

B: Written Consent of Designator

FIRST AMENDMENT TO AMENDED AND RESTATED BYLAWS OF

PAJARO VALLEY HEALTHCARE DISTRICT PROJECT A California Nonprofit Public Benefit Corporation

THIS FIRST	AMENDMENT ("First Amendment") to the Amended and Restated
Bylaws of Pajaro Va	illey Healthcare District Project dated January 1, 2023 ("Bylaws") is made
effective	, 2023, by and among the Board of Directors of PAJARO VALLEY
HEALTHCARE DIS	STRICT PROJECT, a California nonprofit public benefit corporation
("Corporation").	
The Board of	f Directors desire to amend the Bylaws as follows:

- 1. Article V, Section 2 of the Amended and Restated Bylaws shall be amended to read as follows:
 - "Permitted Officers. The Board may choose one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, an Executive Director and such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board at its pleasure may from time to time determine."
- 2. Article V, Section 8 of the Amended and Restated Bylaws shall be amended to read as follows:
 - "Executive Director. If any, the Executive Director shall be responsible for managing the day to day operations of the corporation subject to the supervision and oversight of the President and Board."
- 3. Except as specifically amended pursuant to this First Amendment, each and every provision of the Bylaws of the Corporation shall remain in full force and effect.

Certificate of Secretary follows on next page.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of PAJARO VALLEY					
HEALTHCARE DISTRICT PROJECT, a California nonprofit public benefit corporation (the					
"Corporation"); and					
2. That the foregoing amendments to Article V, Sections 2 and 8 of the Amended					
and Restated Bylaws of the Corporation were duly adopted by the required percentage of the					
Board of Directors on, 2023, and written consent of the Pajaro Valley					
Health Care District as Designator.					
IN WITNESS WHEREOF, I have hereunto subscribed my name effective					
, 2023.					
IRENE CHAVEZ, Secretary					
·					

WRITTEN CONSENT OF DESIGNATOR

The undersigned	Designator, THE I	PAJARO VALLEY HEALTH CARE DISTRICT,
hereby consents to the Fi	rst Amendment to	Amended and Restated Bylaws of PAJARO
VALLEY HEALTHCAI	RE DISTRICT PRO	OJECT, a California nonprofit public benefit
corporation, proposed by	the attached form	of First Amendment, which is labeled Exhibit A.
Dated:	_, 2023	THE PAJARO VALLEY HEALTH CARE DISTRICT
		By

EXHIBIT A

First Amendment to Amended and Restated Bylaws of Pajaro Valley Healthcare District Project



Board Report



Meeting Date: February 22, 2023

Report Type: Discussion

Title: Election for Special District Regular Member on LAFCO

Recommendation: Pass a **Motion** directing Steven Salyer, CEO to submit the attached LAFCO ballot (Attachment C) selecting James Joseph Gallagher (Pajaro Valley Health Care District) or Rachél Lather (Soquel Creek Water District; Incumbent) for the election to fill the regular member seat on the LAFCO board.

Contact: Steven Salyer, Chief Executive Officer

Executive Summary

LAFCO is soliciting the Pajaro Valley Health Care's vote for the regular member seat on LAFCO. The independent special districts in Santa Cruz County get three positions on the LAFCO board. Rachél Lather's (Soquel Creek Water District) term ends in May 2023. In preparation of Commissioner Lathe's expiring term of office, LAFCO is conducting an election to fill the regular member seat on the LAFCO board.

The election will be conducted by mail. Each district gets one vote for the position, which shall be executed by the ballot by either the presiding officer of the district board or by their designee (CEO). The deadline to return the executed ballot to the LAFCO office will be no later than 4:00 p.m. on Friday, March 24, 2023.

Financial Impact

None

Attachments:

A: Letter from LAFCO with Instructions

B: Candidate Information

C: Ballot



Santa Cruz Local Agency Formation Commission 701 Ocean Street # 318D Santa Cruz CA 95060 Phone: (831) 454-2055

Email: info@santacruzlafco.org

February 7, 2023

Steven Salyer, Chief Executive Officer Pajaro Valley Health Care District 75 Nielson Street Watsonville, CA 95076

SUBJECT: ELECTION FOR SPECIAL DISTRICT REGULAR MEMBER ON LAFCO

Dear Mr. Salyer:

The purpose of this letter is to solicit your district's vote for the regular member seat on LAFCO. The independent special districts in Santa Cruz County get three positions on the LAFCO board. The two regular member seats are currently held by Jim Anderson (Felton Fire Protection District) with a term ending in May 2025, and Rachél Lather (Soquel Creek Water District) with a term ending in May 2023. The alternate member seat is currently held by Ed Banks (Pajaro Valley Public Cemetery District) with a term ending in May 2025. In preparation of Commissioner Rachél Lather expiring term of office, LAFCO staff will be conducting an election to fill the regular member seat on the LAFCO board.

Candidates

The two candidates running for LAFCO's special district regular member seat are:

- Rachél Lather (Soquel Creek Water District; Incumbent); and
- James Joseph Gallagher (Pajaro Valley Health Care District)

Background information from the candidates is enclosed. As previously mentioned, Rachél Lather is currently LAFCO's special district regular member.

Election Process

The election will be conducted by mail. Each district gets one vote for each position, which shall be executed on the enclosed ballot by either the presiding officer of the district board or by their designee. The deadline to return the executed ballot to the LAFCO office will be no later than 4:00 p.m. on Friday, March 24, 2023. Ballots can be mailed, hand-delivered, or emailed to the LAFCO office. If emailed, please follow-up by mailing the ballot with an original signature. LAFCO staff will open and tally the ballots at 4:00 p.m. in the LAFCO office. Anyone who wishes to observe the tally should come to the LAFCO office at that time. The Independent Special District Selection Committee rules of procedure are posted on the Policies and Rules page of LAFCO's website: https://santacruzlafco.org/about/policies-procedures/

Please contact me at the LAFCO office if you have any questions about the voting process.

Sincerely,

Joe A. Serrano

Executive Officer

Attachments:

- 1) Candidates' Information
- 2) Ballot and Certification of Person Voting



APPLICATION FOR LAFCO'S DISTRICT REGULAR MEMBER SEAT (TERM BEGINNING MAY 2023 AND ENDING IN MAY 2027)

INSTRUCTIONS:

If you are interested in serving as a special district regular member on LAFCO, please complete and sign the following application. The complete application can be mailed, hand delivered, or emailed (as a PDF with signature) to: 701 Ocean Street, Room 318-D, Santa Cruz, CA 95060 (mailing address) or joe@santacruzlafco.org (email).

Applications must be submitted to LAFCO no later than 4:00 p.m. on February 3, 2023

Note that fire district board members are NOT eligible for the proposed regular member position because a fire district board member currently occupies the other regular seat.

NAME: Kachel Lather
MAILING ADDRESS: 410 LOCK Drive Aptos CA 95003.
PHONE(s): Home: 831 60 0962 Cell/Business: 831588-1023
EMAIL: Vachellather@ Sbaglobal, net
DISTRICT BOARD ON WHICH YOU CURRENTLY SERVE: Soquel Creek Water Dist
PREVIOUS BOARD, COMMISSION, OR COMMITTEE SERVED (Identify organization[s] and length of term[s]):
SCWD Board 2014-Present
LAFCO Commission 2019-2023
STATEMENT OF INTEREST: You may attach a separate sheet to present additional qualifications or a statement of interest in serving on LAFCO.
CERTIFICATION: I certify that the above information is true and correct and I authorize the verification of the information in the application.
Signature of Board Member Interested in Serving on LAFCO Date

LAFCO STATEMENT OF INTEREST- Rachél Lather

As the Senior Civil Engineer for Sanitation Engineering at the County of Santa Cruz, I have worked with LAFCO staff to resolve many issues regarding sewer districts and sewer service areas. I first worked with LAFCO to legalize providing CEMEX with extraterritorial water and sewer services in Davenport, California. I also worked with LAFCO to extend the boundaries of the Rolling Woods CSA sewer service to include Pasatiempo and the Graham Hill corridor. This experience helped me understand the importance of this agency.

I have been a LAFCO commissioner since 2019 and have learned more about the agency and its important role in California. I was chosen to be the Vice-Chair of the Commission in 2021/22 and the Chair of the Commission in 2022/23. I have grown from those years of experience in a leadership role and believe that I was able to be effective as a commissioner. I was recently re-elected to be a director for Soquel Creek Water District and the District Board has selected me to apply for being the LAFCO Commissioner to represent Special Districts.

I believe that I will continue to be a pragmatic and effective commissioner if I am elected to continue to be a part of LAFCO for 2023-2027 and would be honored to be selected as the representative for Special Districts.

APPLICATION FOR LAFCO'S DISTRICT REGULAR MEMBER SEAT (TERM BEGINNING MAY 2023 AND ENDING IN MAY 2027)

INSTRUCTIONS:

If you are interested in serving as a special district regular member on LAFCO, please complete and sign the following application. The complete application can be mailed, hand delivered, or emailed (as a PDF with signature) to: 701 Ocean Street, Room 318-D, Santa Cruz, CA 95060 (mailing address) or joe@santacruzlafco.org (email).

Applications must be submitted to LAFCO no later than 4:00 p.m. on February 3, 2023

Note that fire district board members are NOT eligible for the proposed regular member position because a fire district board member currently occupies the other regular seat.

LAFCO Statement of Interest

I am interested in serving on LAFCO in order to represent the interests of the Pajaro Valley Health Care District, to assure that the PVHCD stays in compliance with LAFCO regulations, and to work with representatives of the other special districts in Santa Cruz County on the issues that we all face.

As a retired person, I have the time to get involved, and while I don't have much experience with government, I have a lot of experience with governance.

James Joseph Gallagher, M.D.

Resume

(831) 332-2694

James Joseph Gallagher, M.D. aka: Joe Gallagher, M.D.

Born:

Norristown, PA - 5/15/1951

Home:

130 Terry Loop Watsonville, CA 95076

Email:

jgmd@scshop.com, joeg51@cruzio.com

Spouse:

Rose K. Murphy

Children: Brian - 40, Carey - 37

College:

U.S. Naval Academy 1969-71

University of California San Diego 1972-74 (B.A. Biology)

Grad School:

University of Chicago - PhD Program in Biology - withdrew 1976

Medical School:

St. George's University School of Medicine, Grenada, West Indies 1977-79 University of Alabama Huntsville 1979-81 (M.D.)

Residency:

Family Practice - University of Alabama Huntsville 1981-84

Board Certification:

Family Practice 1984-2004

Medical License:

California - G52929 1984-2022, (as of 6/1/22 - retired status)

Work Experience:

United Farm Workers Clinic - Salinas, CA 1984

Urgent Care - Monterey, Salinas, Watsonville, CA 1984-85

Private Practice - Watsonville, CA 1985-2006

Hospital Based Practice - Watsonville, CA 2006-19 (Retired 12/31/2019)

Hospital Affiliation:

Watsonville Community Hospital - 75 Nielson St. Watsonville, CA 95076 1986-2019

Hospital/Community Leadership:

Board of Directors - Watsonville Community Hospital 1999-2000, 2007-08, 2016-18

Chief of Staff 1991-93, 2007-08, 2016-18

Vice Chief of Staff 1990-91, 2006-07, 2012-2014

Architectural Committee 1994-98

Bylaws Committee 1999-2006, 2013-14

Critical Care Committee Chair 1989

Ethics Committee Chair 2014-16

Family Practice Department Chair 1988, 1996, 2005, 2014

Quality Coordinating Council Chair 2006-07, 2014-16

President Pajaro Valley Medical Group, Inc. 1998-2014

Board of Directors - Pajaro Valley Community Health Trust 1998-2000, 2018

2023 BALLOT FOR THE SPECIAL DISTRICT REGULAR MEMBER SEAT ON LAFCO

INSTRUCTIONS:

Please check the box to the left of the person you are voting for. **Vote ONLY for one candidate.**

Candidate	District	Vote By Marking (X)
Rachél Lather	Soquel Creek Water District	
James Joseph Gallagher	Pajaro Valley Health Care District	

NEXT STEPS

After voting, please hand-deliver, mail, or email the ballot back to LAFCO. If emailed, please follow-up by mailing the ballot with an original signature. The ballots will be counted at 4:00pm on Friday, March 24, 2023. Any ballots received after that time will not be counted.

CERTIFICATION:								
l,	, am	voting	on	behalf	of th	ne i	following	independen
special district:								·
Voting Designee Signature				 Dat	te			